

# RAILEASE

ICC  
Commerce Center Building  
P.O. Box 1000  
Bellevue, Washington 98004  
Telephone (206) 455-7400

12783-  
MAY 1 1985 - 2 25 PM  
INTERSTATE COMMERCE COMMISSION

3-121A044

MAY 1 1985

May 1, 1985

Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

40.00

12783-  
MAY 1 1985 - 2 25 PM  
INTERSTATE COMMERCE COMMISSION

RE: RAILEASE Inc Equipment Trust, Assignment  
1981 Series A - Amendment Agreements,  
Bill of Sale

Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of May 1, 1985, amending an Equipment Trust Agreement dated as of January 15, 1981 between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation, and amending an Assignment dated as of January 15, 1981 between the said Trustee as Assignee and RAILEASE Inc as Assignor (six executed counterparts).
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to RAILEASE Inc, releasing certain trust equipment from said Equipment Trust Agreement and Assignment (six executed counterparts).

The address of RAILEASE Inc is 777 - 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-B. The Assignment amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-C. We request that this Amendment Agreement and the Bill of Sale be assigned the next available letter designations under such primary number.

Also, please cross-index if necessary, the Amendment Agreement with the following document:

Ms. Agatha Mergenovich  
May 1, 1985  
Page Two

- 1) Equipment Lease dated as of October 31, 1980 between RAILEASE Inc as lessor and Richard B. Ogilive, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee.

Filed January 19, 1981 at 1:35 p.m. Recordation No. 12783

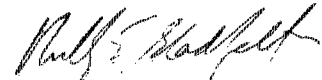
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement and the Assignment is described on Exhibits A and B hereto, respectively. The Amendment Agreement deletes cars MILW 81200 through 81237, inclusive, from the Equipment Trust Agreement and the Assignment. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such cars released from the Equipment Trust Agreement and the Assignment.

Enclosed is a check in the amount of \$40 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of this letter and the above-described documents for your files, and return the remaining counterparts, with the filing data stamped thereon, to the undersigned, in the return envelope provided.

If possible, I would appreciate a telephone call at (206) 455-7544 advising me when recordation has occurred, pending receipt of the documents to be returned to me by mail.

Very truly yours,



Phillip E. Gladfelter  
Counsel

Attachments

## EXHIBIT A

Exhibit A  
to  
Amendment Agreement  
Dated as of May 1, 1985

SCHEDULE A  
TO EQUIPMENT TRUST AGREEMENT  
Description of Trust Equipment

| <u>Quantity</u> | <u>Specification</u>               | <u>Description</u>                                 | <u>AAR<br/>Mechanical<br/>Designation</u> | <u>Car Numbers<br/>(all inclusive)</u> | <u>Date of<br/>Earliest<br/>Service</u> | <u>*Term<br/>of Lease</u> | <u>Quarterly<br/>Rental</u> |
|-----------------|------------------------------------|----------------------------------------------------|-------------------------------------------|----------------------------------------|-----------------------------------------|---------------------------|-----------------------------|
| 462             | PACCAR Inc<br>PC-723<br>as amended | 52'6" 100 ton<br>general<br>purpose<br>gondola car | GB                                        | MILW 81238<br>through 81699            | January<br>1981                         | 18 years                  | \$1,074.24<br>per car       |

\*Subject to early termination as provided in Section 3 thereof.

## EXHIBIT B

Exhibit B  
to  
Amendment Agreement  
Dated as of May 1, 1985

EXHIBIT A  
TO  
ASSIGNMENT

Lease and leased Trust Equipment subject to the Assignment\*

| <u>Lease/Lessee</u>                                                                                                                                                                                                                                                          | <u>No. of<br/>Units</u> | <u>Road<br/>Numbers<br/>(incl.)</u> | <u>Unit<br/>Description</u>              | <u>AAR<br/>Mechanical<br/>Designation</u> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------|------------------------------------------|-------------------------------------------|
| Equipment Lease<br>10/31/80 between<br>RAILEASE Inc,<br>lessor, and<br>Richard B.<br>Ogilvie, trustee<br>of the property<br>of Chicago,<br>Milwaukee, St.<br>Paul & Pacific<br>RR Co., debtor,<br>lessee (ICC<br>recordation<br>#12783 (1/19/81,<br>1:35 pm)), as<br>amended | 462                     | MILW<br>81238<br>through<br>81699   | 52' 6" general<br>purpose<br>gondola car | GB                                        |

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\*Information set forth under column headings is for Existing Lease only.

# RAILEASE

Business Center Building  
P.O. Box 1513  
Bellevue, Washington 98009  
Telephone (206) 465-7500

As of May 8, 1985

RECORDATION NO. 12783 H  
MAY 1 1985 -2 35 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12783 F  
MAY 1 1985 -2 35 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordation Office  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: RAILEASE Equipment Trust, Assignment, 1981 Series A -  
Amendment Agreement, Bill of Sale of May 1, 1985.

Dear Ms. Lee:

I enclose:

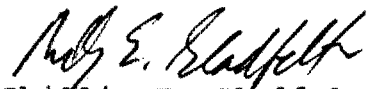
- 1) My original May 1 recordation transmittal letter to ICC (one signed copy), which you have previously received.
- 2) One fully executed counterpart of the Amendment Agreement and Bill of Sale referred to in the above transmittal letter, bearing previously affixed ICC May 1 recordation data.

As we have discussed by telephone, you will exchange (substitute) the enclosed fully signed counterparts of the Amendment Agreement and Bill of Sale for the partially signed or unsigned counterparts of each such document previously recorded in the ICC files, so that the recorded counterpart will reflect the fully executed agreements of the parties.

When you have completed the foregoing, please endorsed the enclosed copy of this letter to such effect and return it to me, so my records are complete and my opinions of counsel on due recordation can be issued.

We thank you very much for your assistance.

Very truly yours,

  
Phillip E. Gladfelter  
Counsel

PEG:jel

Enclosures: 1) RAILEASE May 1 recordation transmittal letter to ICC

Ms. Mildred Lee  
As of May 8, 1985  
Page Two

- 2) Fully executed counterpart of Amendment Agreement dated May 1, 1985, RAILEASE Inc - Connecticut Bank and Trust Company.
- 3) Fully executed counterpart of Connecticut Bank and Trust Company Bill of Sale to RAILEASE dated May 1, 1985

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Enclosed fully executed counterpart of Amendment Agreement has been recorded in the ICC files as of May 1, 1985 at 2:25 PM under recordation number 12783-F.

Enclosed fully executed counterpart of the Connecticut Bank and Trust Company Bill of Sale to RAILEASE dated as of May 1, 1985 has been recorded as of May 1, 1985 at 2:25 PM under recordation number 12783G.

INTERSTATE COMMERCE COMMISSION

By \_\_\_\_\_

MAY 1 1985 -2 25 PM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT AGREEMENT dated as of May 1, 1985 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee ("Trustee") under an Equipment Trust Agreement dated as of January 15, 1981, and as Assignee under an Assignment dated as of January 15, 1981, each between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended the "Trust Agreement") dated as of January 15, 1981 (RAILEASE Inc Equipment Trust 1981 Series A); and

WHEREAS, the Trustee is Assignee under an Assignment dated as of January 15, 1981 between the Trustee and the Company, as Assignor, assigning the Company's interest as lessor under an Equipment Lease dated as of October 31, 1980 between the Company and Richard B. Ogilvie, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee; and

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on May 20, 1981 at 9:25 a.m., and assigned recordation number 12783-B; and the Assignment was filed with the Interstate Commerce Commission pursuant to 49 USC §11303 on May 20, 1981 at 9:25 a.m., and assigned number 12783-C; and

WHEREAS, the Assignment was further deposited in the office of the Registrar General of Canada on May 20, 1981 at 12:03 p.m., and notice thereof published in the Canada Gazette on June 13, 1981, pursuant to Sections 86(1) and (2) of the Railway Act, R.S.C. 1980, Chapter R-2; and

WHEREAS the Company desires to release certain units of Trust Equipment referred to in the Trust Agreement and the Assignment from the Trust Agreement and the Assignment; and

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. Exhibit A to the Assignment is hereby deleted and restated in its entirety as shown in Exhibit B hereto.
3. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

RAILEASE Inc


By Robert D. Lich  
Chairman and President

*Sam Carpenter*  
Secretary

[Corporate Seal]

By [Signature]  
Authorized Officer

Attest:

  
\_\_\_\_\_  
Authorized Officer

STATE OF WASHINGTON )  
 ) ss.:  
COUNTY OF KING )

On this 28th day of March, 1985, before me personally appeared Robert W. Dickey, to me personally known, who being by me duly sworn, says that he is Chairman and President of RAILEASE Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its



**RUTH A. EMERSON**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MARCH 31, 1989

Exhibit A  
to  
Amendment Agreement  
Dated as of May 1, 1985

SCHEDULE A  
TO EQUIPMENT TRUST AGREEMENT  
Description of Trust Equipment

| <u>Quantity</u> | <u>Specification</u>               | <u>Description</u>                                 | <u>AAR<br/>Mechanical<br/>Designation</u> | <u>Car Numbers<br/>(all inclusive)</u> | <u>Date of<br/>Earliest<br/>Service</u> | <u>*Term<br/>of Lease</u> | <u>Quarterly<br/>Rental</u> |
|-----------------|------------------------------------|----------------------------------------------------|-------------------------------------------|----------------------------------------|-----------------------------------------|---------------------------|-----------------------------|
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\*Subject to early termination as provided in Section 3 thereof.

Exhibit B  
to  
Amendment Agreement  
Dated as of May 1, 1985

EXHIBIT A  
TO  
ASSIGNMENT

Lease and leased Trust Equipment subject to the Assignment\*

| <u>Lease/Lessee</u>                                                                                                                                                                                                                                                          | <u>No. of<br/>Units</u> | <u>Road<br/>Numbers<br/>(incl.)</u> | <u>Unit<br/>Description</u>              | <u>AAR<br/>Mechanical<br/>Designation</u> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------|------------------------------------------|-------------------------------------------|
| Equipment Lease<br>10/31/80 between<br>RAILEASE Inc,<br>lessor, and<br>Richard B.<br>Ogilvie, trustee<br>of the property<br>of Chicago,<br>Milwaukee, St.<br>Paul & Pacific<br>RR Co., debtor,<br>lessee (ICC<br>recordation<br>#12783 (1/19/81,<br>1:35 pm)), as<br>amended | 462                     | MILW<br>81238<br>through<br>81699   | 52' 6" general<br>purpose<br>gondola car | GB                                        |

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